

ISSUE

1

ULTIMATE

SPIDER-MAN

SUPER SPECIAL



MARVEL

DIRECT EDITION



00111

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The bite of an irradiated spider granted high school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all—Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid *The Daily Bugle*, his relationship with the only person who knows his secrets— the beautiful Mary Jane Watson, and the swing time as the misunderstood web-slinging Spider-Man.



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"So..."

"...here's what happened..."



TAP
TAP
TAP
TAP
TAP

"Nothing out of the ordinary..."

"...just a guy running like a maniac through a side street of Manhattan."



"Believe it or not, I see it every day."

"But then there's the other guy-- with the guns-- chasing him..."



BAM

BAM
BAM

"...again, easily, nothing out of the ordinary."

"Really?"



"I swear, after midnight, New York turns into a bad Joel Silver movie."

"Who?"

"Don't worry about it."

THWIP



"And, you know, I guess that's why I put on my colorful pajamas and drag my tuchas out there to begin with."



Whoops! Sorry about that!

SMACK

OOOF!!



Please, don't mind me.

Go on back to your whole shooting-guns-in-public-in-the-middle-of-the-street-thing.



Here, let me get those for you-- whoops--

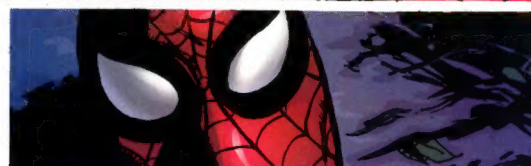
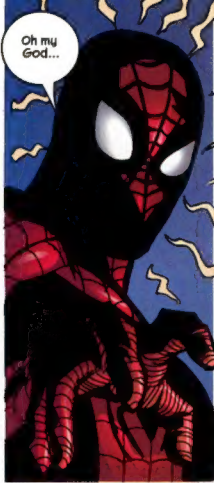
Aw man, I done gone and goosed 'em up.

THWIP THWIP

SPAK SPAK







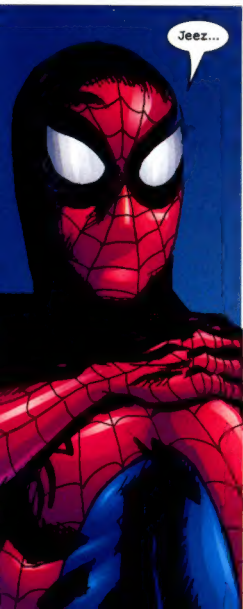






Suh
ggauhh...

...coff...



Jeez...

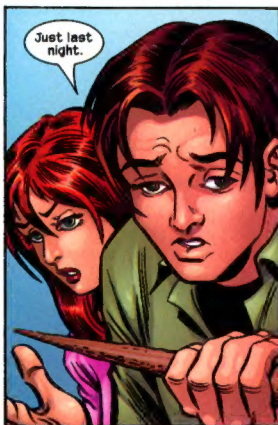


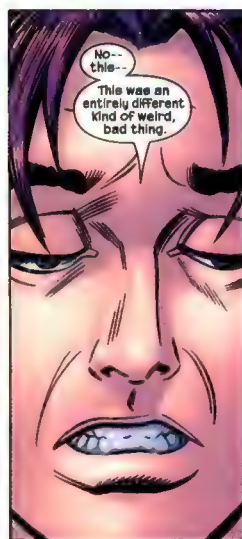
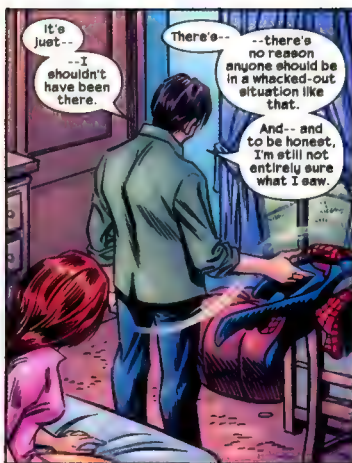
"And even
as I'm telling
you this--

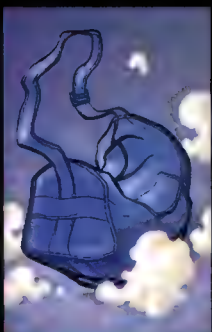
"--I know-- I know the
words that I'm using
to describe it aren't
doing it justice.

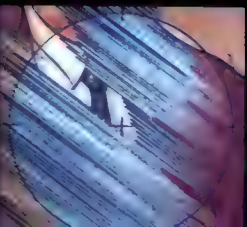
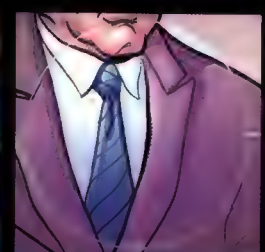
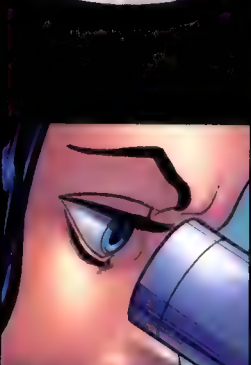
"This scared
the living crap
out of me."



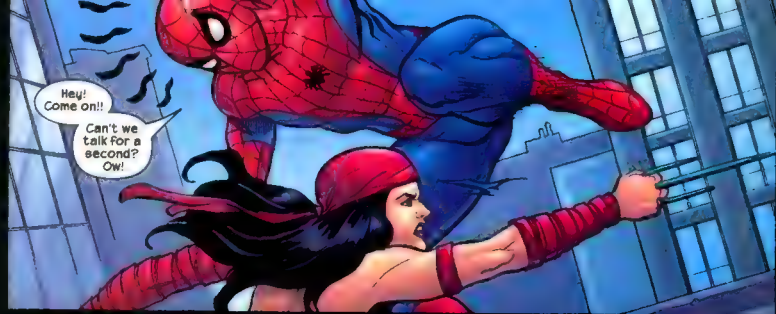


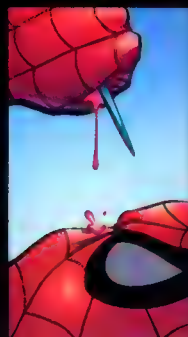
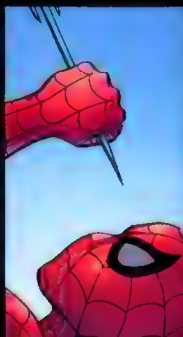
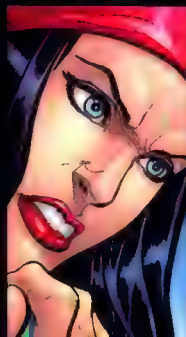
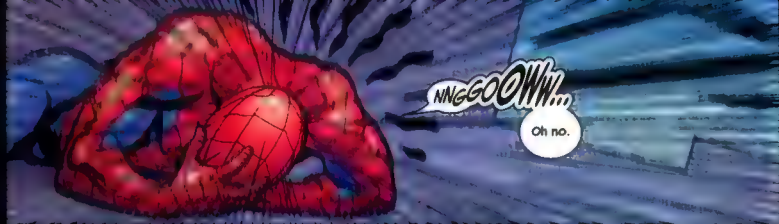


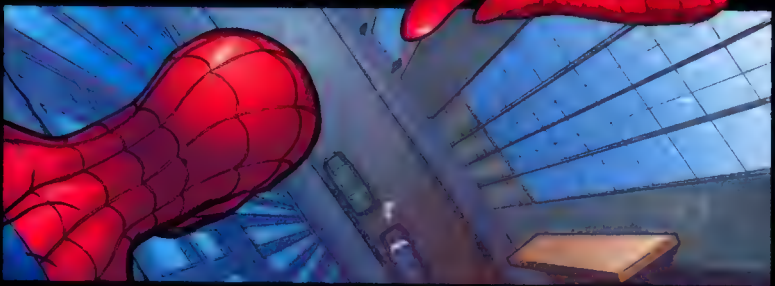
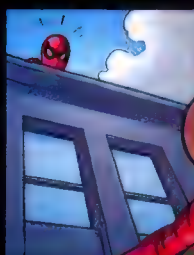
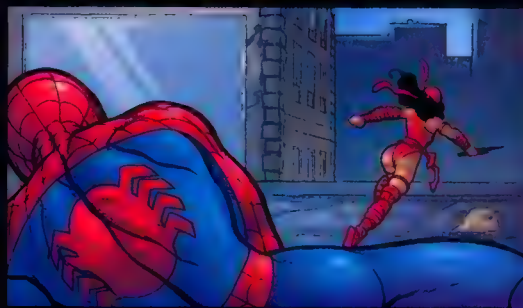
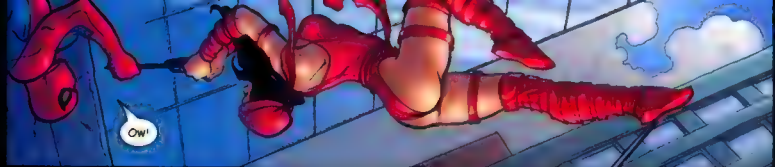


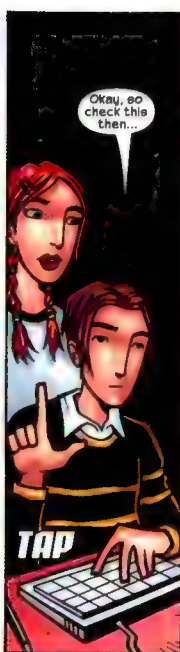


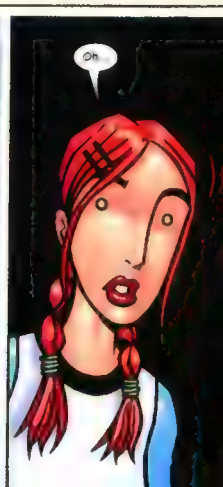
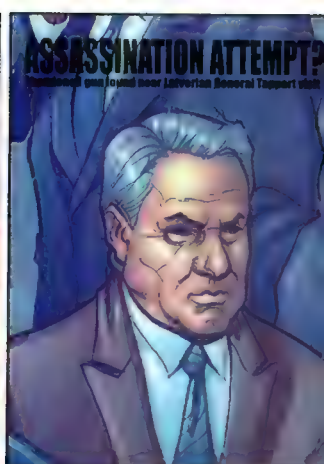




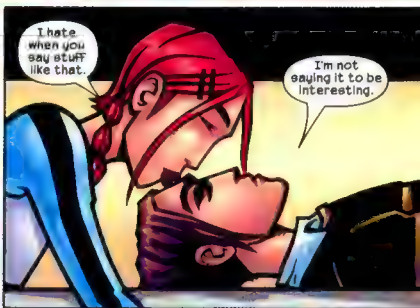


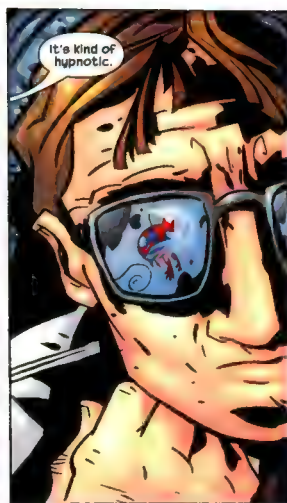




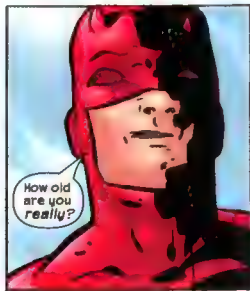
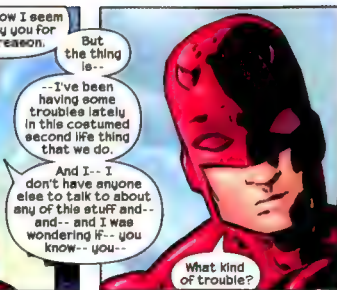


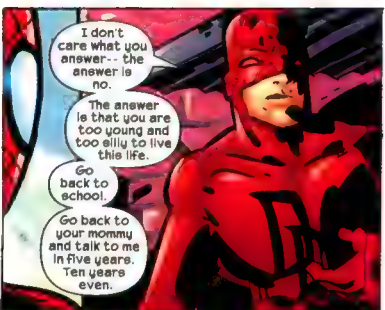
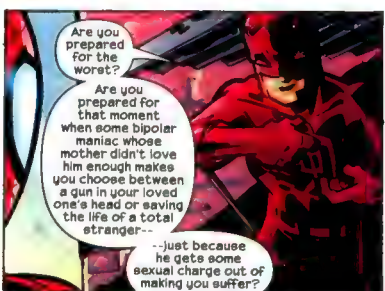


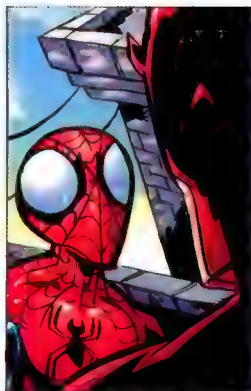


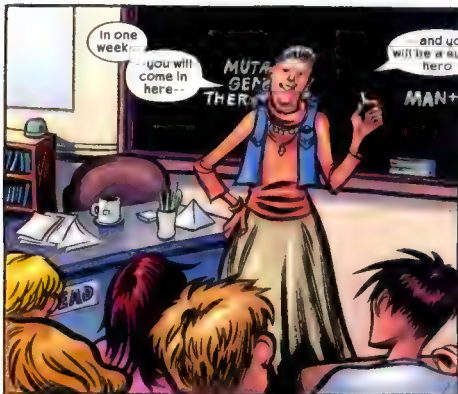


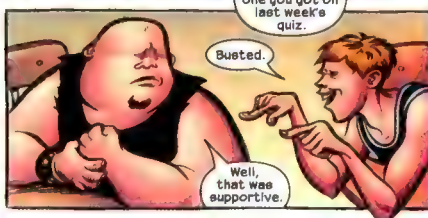


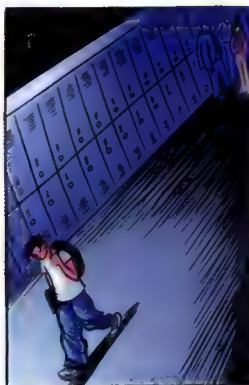












There
he is--

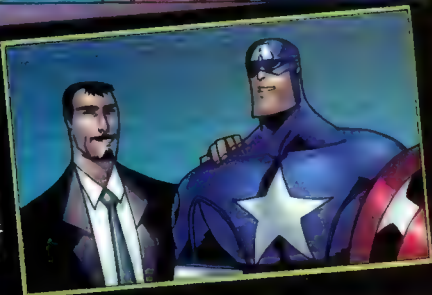
--making his
first public
appearance in
decades--

--it's Captain
America!!



We are broadcasting
live from the Inaugural
Ball for America's first
ever paramilitary
super team.

It is an all-star gala
as the biggest names
in world politics and all
forms of entertainment
have come together in
admiration of this new
breed of hero.



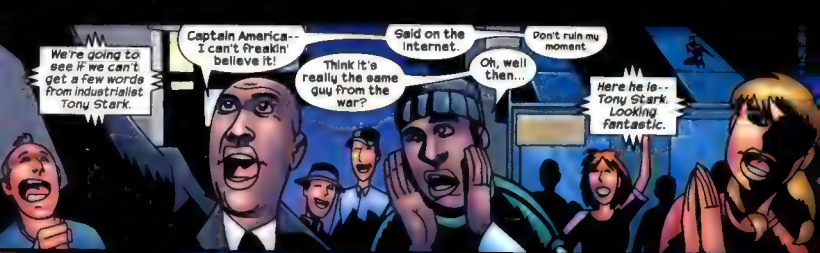
You can actually
feel the excitement
in the air, David.

SONI



This is a truly
fantastic day
for New York
City and a great
day for America





We're going to see if we can't get a few words from Industrialist Tony Stark.

Captain America-- I can't freakin' believe it!

Said on the internet.

Don't ruin my moment

Think it's really the same guy from the war?

Oh, well then...

Here he is-- Tony Stark. Looking fantastic.

Tony! Tony Stark! A minute! What can you tell our viewers about this new super team you've put together?

Well, what can I say? The time is right. And the time is right now

But how exactly will this super group work? And who do they work for?

They "work" for whoever needs them.

These are complicated times and it's a complicated world...

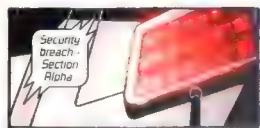


People need heroes they can count on.



I am the ruler of all I survey!!

You will bow down before my supremeness!

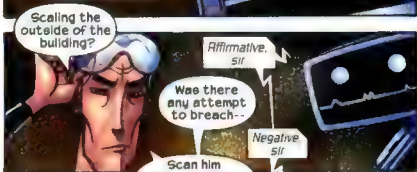




H.e.r.b.i.e.,
what is this?
What's happened
here?

This specimen was
scaling the north side
of the Baxter Building.
The security systems
engaged him
successfully.

This ion field
immobilized him
and he is trapped
in stasis awaiting
your next request,
Dr Richards



Scaling the
outside of the
building?

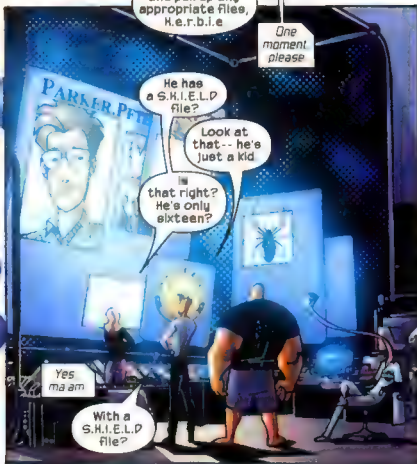
Affirmative.
Sir

Was there
any attempt
to breach--

Negative
Sir

Scan him
and pull up any
appropriate files,
H.e.r.b.i.e

One
moment,
please



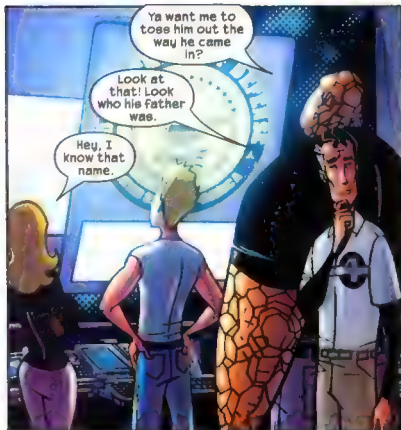
He has
a S.H.I.E.L.D.
file?

Look at
that-- he's
just a kid

that right?
He's only
sixteen?

Yes
ma'am

With a
S.H.I.E.L.D.
file?



Ya want me to
toss him out the
way he came
in?

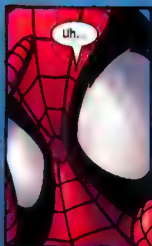
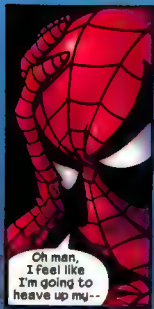
Look at
that! Look
who his father
was.

Hey, I
know that
name.

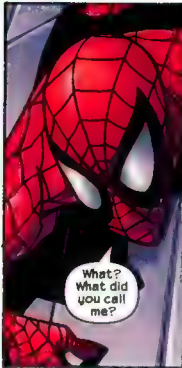


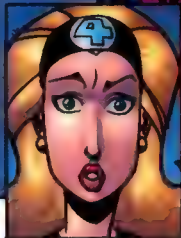
H.e.r.b.i.e.--
take him out
of stasis.

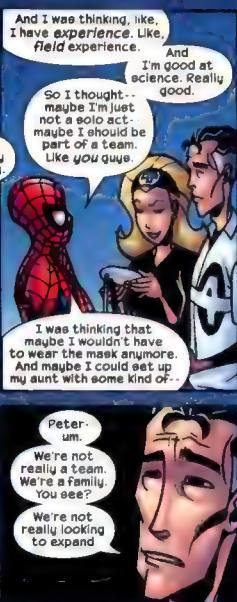
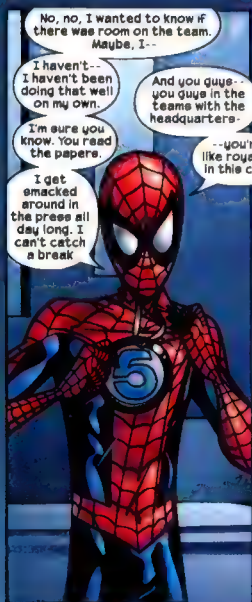
One
moment,
please



AAGGH!!







I'm running out of patents to sell to finance our endeavors.

And even if we wanted to hire you--

We couldn't afford to pay you.

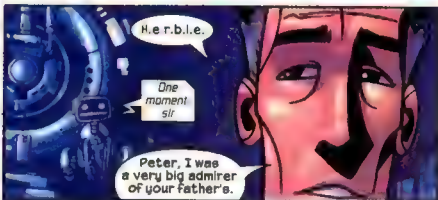
if anything, we'd have to chip in--

--and unless you're the sixteen-year-old CEO of a Fortune 500 company in your spare time...



I'm so sorry I bothered you. I'm-- I'm pretty embarrassed.

Uh-- do these windows open or--?



H.e.r.b.l.e.

One moment sir

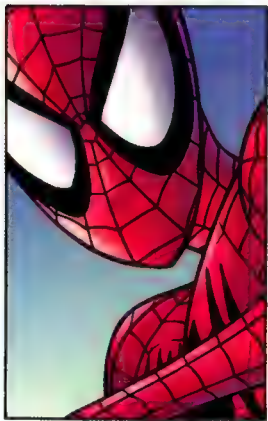
Peter, I was a very big admirer of your father's.



He was ten years ahead of the game.

I didn't know him, but I read a lot of his work.

I imagine he would have been amazed by you.





Hey, hotshot!

Wait up!!

Yo!



Listen, hey—

I just wanted to tell you—it's normal!

What is?



This stuff you're going through it's normal



Normal? Really?

Huh

Because as I stick to this wall, twenty stories up, talking to a floating man engulfed in flame

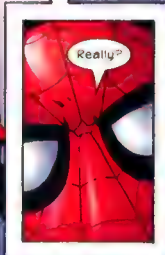


What I mean is: this thing we get to do this!

It's normal to be a little freaked out about it



See, Keed wouldn't admit this—but we're all in therapy



Really?


Scam 2002



Are you kidding?

Individual counselling. Family counselling. Marriage counselling. Group counselling.

Ben and I go-- *pees*-- on a regular week? Four times a week.



But the one thing my doctor told me that really put it all in perspective-- the one thing that's really helped is...


...you choose.



Think about it?

You *choose* to see this all as a blessing-- or you *don't*.

You *choose* to accept the responsibilities or you *don't*.




You get your powers by accident?

Yeah.

Yeah, me too.


And what did we do? We chose to do something worthwhile with them-- we *chose* that.



And some of these colossal idiots we come up against? They *choose* to use whatever they have as some kind of excuse to be vindictive-- or just plain mean.

They didn't have to do that-- they chose to.

I'm just saying: it looks like you chose right. Right?



You chose... (well, the costume was an odd choice but the rest of it)-- you're doing good. People need you.

You're young. You'll screw up sometimes.

But don't *kick* yourself all day--

Because-- bottom line? You chose right.



You
gonna
be all
right?



Yeah, yeah.
I'm just-- you
know, my head's
swimming....



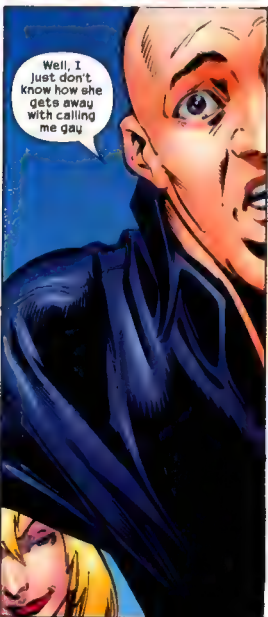
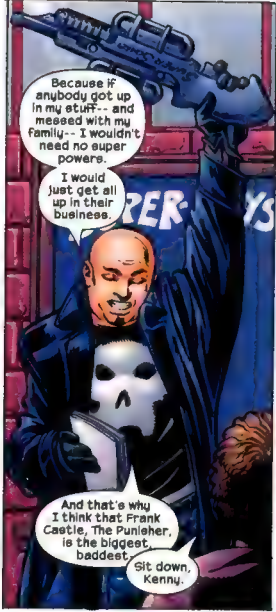
Yeah

Listen, I
gotta get
back.

But you--
uh-- you ever
want to go to
a ball game or
something...
swing by--



I-- to
be honest-- I
have absolutely
no friends
anymore.





Oy--
Okay.

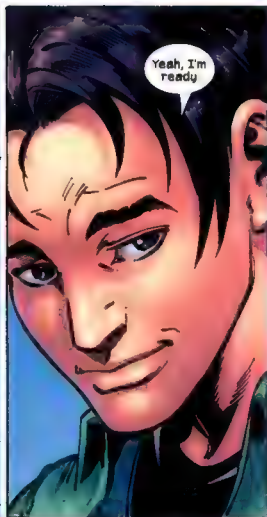
Let's
move on.

Who's next?
Parker.

Peter,
you're up.



Peter? Are you
ready with your
presentation?



Yeah, I'm
ready



My
father



I don't
remember
ever seeing
his face--

But because
of my uncle Ben,
I will always
remember his
words.

That with
great power--
there must also
come great
responsibility.



"Heroes."

"The way I
see it--"

"...when most people think
of heroes, they think of
larger-than-life patriots."

"Men and women who have
dedicated both their
personal and professional
lives to represent a
symbol of hope to those
whose life might seem
hopeless."

"A colorful
embodiment of
selflessness."

"But, of course,
that's not the
only form a hero's
life can take..."



...and there are so many places that our heroes can come from.

"So many worlds within our world..."

"...worlds of magic..."





S.H.I.E.L.D.

...worlds of
intrigue...



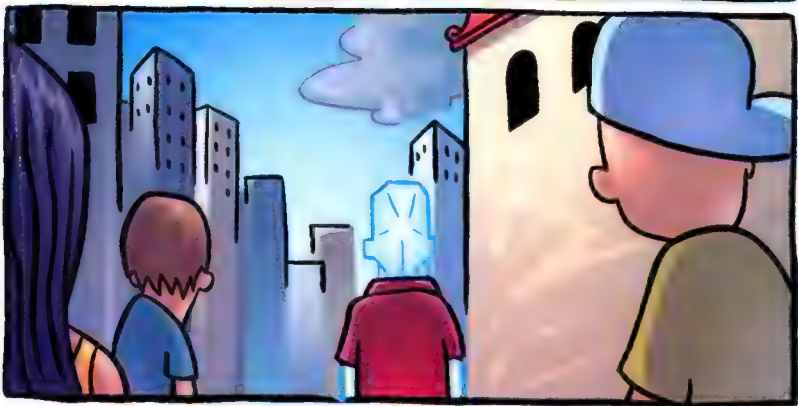
"...a world where a family of adventurers can bond together in the fight for the underdog."



'And when speaking of the underdog of our society, one can't help but think of mutants.

"People whose entire existence is defined by their unique genetic birthright

'And like every civil rights embattled minority before them, some mutants have come together using their celebrity and powers to help fight for their cause...



"...while others waded through life's persecutions and misunderstandings by attempting to live their everyday lives with nobility and grace."






"But a noble soul can, whether they want to or not, find himself on a warrior's path."

"Sometimes I wonder if being persecuted and embattled because of who they are makes the choice of becoming a warrior predestined. Predetermined."

"And that it's the choices made there-- when faced with the unthinkable-- that defines them..."

MUTANT




...because we do not
live in a black-and-
white world.

"Cliché, but true. We live in a
world where around any corner
an act of violence is waiting
that can change your life
forever.

And whether we want to admit
it or not, it is at those times
when we need someone who is
willing to cross the line of what
is technically, or morally,
right and wrong

Weldale



"But with that comes
the risk that the world
can become so dark."


"...and so
compromised."

"...that there can
be no escape...
no chance for
happiness."

10

LAW

IN
BOX

A large comic book panel showing Spider-Man in his red and blue suit swinging through a dense urban landscape. He is suspended in mid-air, with his body arched and his arms outstretched. The background is filled with tall, modern skyscrapers under a bright blue sky with scattered white clouds. Spider-Man's web is visible as a thin line trailing behind him.

"So in my search for the hero I most admire...

...in my search for the definition of what a hero is...

"...the one thing I realized is that I will eventually have to make certain choices that will define me and my life.

"Or maybe I already have and don't even recognize them yet.

"But I guess I don't have to worry about it too much because of all the people in our everyday lives-- in the news-- in sports-- in law enforcement-- teachers-- musicians-- and yes, larger-than-life superheroes--

"...all the people who stand for something bigger than ourselves.

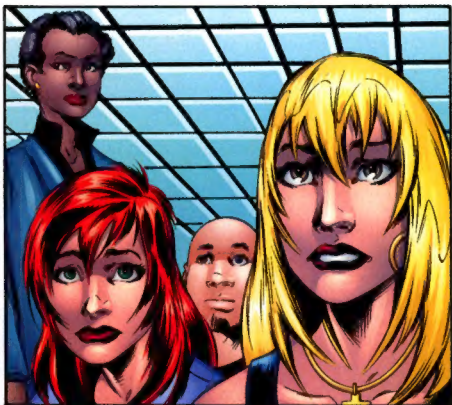
A smaller comic book panel showing Spider-Man swinging away from the viewer, further into the city. The perspective is from behind him, looking down the length of a street lined with tall buildings. The sky is still blue with some clouds. Spider-Man is a small figure in the distance, swinging on his web.

"For me, only one man...

"...a man I never met...



...my father.



Very nice job, Peter.

Any opinions?

Or do we just want to let it sit for a minute?

The End

S t a n L e a p r e s e n t s :

ULTIMATE SPIDER-MAN SUPER SPECIAL

W r i t t e n b y

B r i a n M i c h a e l B e n d i s

A r t b y

| | | | |
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Transparency Digital & Digital Chameleon

colors

Chris Eliopoulos C.B. Cebulski Brian Smith Ralph Macchio

letters

associate editors

editor

Joe Quesada

Bill James

editor in chief

president & inspiration

A note from

Brian Michael Bendis

I couldn't let you guys go without properly saying good-bye to Ultimate Marvel Team-Up. Some of you may not have realized that you are holding the big swan song for that series. Team-Up was a dream come true on so many levels-- but the best part was the privilege of working with the amazing array of legendary artists who lent their talent and trust to this project.

Do yourself a favor; look at some of the names in this book and the rest of Ultimate Marvel Team-Up. These are the artists that will define this generation of comics. Some of them you know, some of them you do not. But take my word for it, each of them has created important, interesting, fun, innovative, seminal pieces of graphic novel fiction that is essential to your comic book library.

My only regret to share with you is that my comic book career cup had runneth over to the point that I was unable to continue the series as I had planned to. I had so much more to show you.



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